

# EXHIBIT B

DSRA-2

March 9, 2009

Re: Broker of Record for Delphi Salaried Retirees

To Whom It May Concern:

The purpose of this letter is to inform you that the 1114 Committee has agreed to engage Cone Insurance Group, LLC and its principals, Cathy Cone and Amy Cone (collectively "CIG"), to secure retiree medical (medical, dental, vision) and prescription drug benefit insurance and price quotes from insurers, carriers, plan providers and plan administrators (HR Representative) for Delphi Salaried Retirees who are over/under the age of 65. After collecting the necessary information and preliminary plan design from Delphi or its consultants, CIG will circulate a request for proposals ("RFP") to carriers capable of offering a nationwide group health plan for the Delphi retirees as represented by the Delphi Salaried Retirees Association (DSRA).

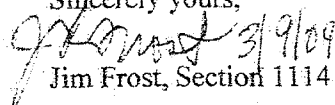
**Specific plan needs:**

- **Under 65** - Obtain group medical coverage for retirees who are under age 65 and not yet eligible for Medicare, with the intention that the coverage will be eligible for the Health Coverage Tax Credit (HCTC) for those plan participants that qualify and may be elected in connection with a waiver of COBRA continuation coverage for the affected retirees. This plan would be available to all 50 states, if possible. The preference would be a major medical (comprehensive including Rx) program.
- **Over 65** - Develop a plan with similar benefits as the current programs offered to Delphi retirees for their "Over65" coverage and based on the needs and desires of those represented by the 1114 Committee. The intent will be to propose a medical benefit insurance plan to operate in conjunction with Medicare, based on a high and low option retiree benefit structure and available in all 50 states, if possible. The preference would be for two U65 plans. One high deductible with HSA and one lower deductible plan similar to the Enhanced Plan currently offered by Delphi
- **Engage CIG** in soliciting group Life Insurance benefit options for the retirees the 1114 Committee represents.

Policies issued as a result of products presented by CIG in response to the RFP and selected by the 1114 Committee will name **CIG as the Broker of Record** for these programs for a minimum of 3 years, provided the services received by the Delphi retirees meet the requirements of their retirees. CIG will make every attempt to get commitments from carriers to lock in rates for this same 3 year period. Either party can request to terminate this agreement and terminate based on agreement of both parties.

Please do not hesitate to call me if you have any questions about this authorization letter.

Sincerely yours,

 3/9/09

Jim Frost, Section 1114 Committee Chairman